

CONTINUOUS DISCLOSURE POLICY

1 INTRODUCTION

1.1 Company's commitment to disclosure and communication

Fitzroy River Corporation Ltd (the **Company**) is committed to the objective of promoting investor confidence and the rights of shareholders by:

- (a) complying with the continuous disclosure obligations imposed by law;
- (b) ensuring that Company announcements are presented in a factual, balanced, clear and concise manner; and
- (c) ensuring that all shareholders and market participants generally have equal and timely access to material information concerning the Company.

1.2 Purpose of this policy

This policy outlines corporate governance measures adopted by the Company to further its commitments. It seeks to incorporate:

- (a) Principle 5 (Make timely and balanced disclosure

) of the 4th edition and any subsequent amendments thereto of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations;
- (b) the principles in Guidance Note 8 --- Continuous Disclosure: Listing Rule 3.1 issued by ASX; and
- (c) disclosure obligations in the ASX Listing Rules (**ASX Listing Rules**).

1.3 Application of this policy

This policy applies to all directors on the board of the Company (**Board**), as well as any other officers, employees and consultants of the Company from time to time.

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act 2001 (Cth) (**Corporations Act**) or the ASX Listing Rules and to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken.

2 MATTERS THAT MUST BE DISCLOSED

2.1 Introduction

The Corporations Act and the ASX Listing Rules require the Company, as a company listed on the ASX, to comply with the continuous disclosure obligations in the ASX Listing Rules.

ASX Listing Rule 3.1 requires that the Company immediately disclose to the market any information of which the Company becomes aware, concerning the Company, that a reasonable person would expect to have a material effect on the price or value of the Company's securities. Disclosure is made by making an announcement to the ASX.

2.2 The ASX Listing Rules set out the following examples of information that would, if material, need to be disclosed under ASX Listing Rule 3.1 that may be applicable to the Company:

- (a) A transaction that would lead to a significant change in the nature or scale of the entity's activities;
- (b) A material acquisition or disposal;
- (c) The granting or withdrawal of a material licence;
- (d) The entry into, variation or termination of a material agreement;
- (e) Becoming a plaintiff or defendant in a material lawsuit;
- (f) The fact that the entity's earnings will be materially different from market expectations;
- (g) a change in the Company's financial forecasts or expectations;
- (h) the appointment of a liquidator, administrator or receiver;
- (i) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;

- (j) under subscriptions or over subscriptions to an issue of securities;
- (k) giving or receiving a notice of intention to make a takeover; and
- (l) any rating applied by a rating agency to the Company, or securities of the Company, and any change to such a rating.

2.3 Material effect on the price or value of securities

A reasonable person is taken to expect information to have a **material effect** on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell, the securities.

This type of information is referred to as 'price sensitive' information.

Materiality is assessed using measures appropriate to the Company and having regard to the examples given by the ASX in ASX Listing Rule 3.1.

The Board and specifically the Chairman, has the primary responsibility to determine whether information is expected to have a material effect on the price or value of the Company's securities so as to require disclosure.

2.4 Information in the Company's knowledge

The Company becomes **aware of information** if any of its directors or executive officers has, or ought reasonably to have, come into possession of the information in the course of the performance of his or her duties as a director or executive officer of the Company.

2.5 Exceptions to disclosure of information

Disclosure of price sensitive information is not required while all of the following paragraphs (a), (b) and (c) are satisfied:

- (a) one or more of the following applies:
 - (i) it would be a breach of a law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;

- (iv) the information is generated for the internal management purposes of the Company; or
 - (v) the information is a trade secret; and
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

The Company must disclose the information to ASX as soon as one of paragraphs (a), (b) or (c) is no longer satisfied.

2.6 Avoiding a False market

If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must give the ASX the information needed to correct or prevent the false market. The obligation to immediately give information arises even if the exceptions detailed above at paragraph 2.5 apply.

3 INFORMATION RELEASED BY OTHER LISTED ENTITIES

The Company's principal business activity is being an oil and gas investment holding company with a current focus on non-operational assets such as royalties, free carried interests, and minority equity positions. As a result, information about specified events or matters that may have some connection with the Company's major contracts, assets, permit interests, or investments may be made known or generally available by other listed entities. For example, this currently occurs as a result of the ASX announcements made from time to time by Buru Energy Ltd (ASX Code: BRU) in relation to certain of the Company's royalty interests.

In relation to such announcements made by third parties, the Company:

- (a) has no means of verifying the accuracy of the information released by other listed entities (particularly when it does not have a joint venture type contractual relationship);
- (b) believes it would not assist investors to simply duplicate announcements made by other listed entities, particularly where the Company has disclosed its contractual relationship with, or investment in relation to, those entities; and

- (c) subject to the below, considers therefore that it is not necessary or appropriate for the Company to automatically make an announcement whenever such entities make an announcement relevant to the Company's royalty assets and any other investments.

As a result, it is a part of the Company's continuous disclosure policy to:

- (d) ensure the Company has properly disclosed the nature of its royalty permits, contractual relationships or investments and the relevant third parties involved in those permits, contractual relationships or investments, so that market participants can monitor those third party ASX announcements; and
- (e) to regularly advise market participants making or drawing their own deductions, conclusions or inferences from any third party's ASX announcements that they do so at their own risk.

Notwithstanding the above, the Company recognizes that there may be circumstances in which an ASX announcement by a third party may warrant some form of disclosure by the Company, whether as part of the Company's continuous or periodic disclosure obligations. For example, the Board may determine that:

- (f) the circumstances dictate that the Company should repeat on its ASX disclosure platform an announcement made by the third party involved in one of its royalty permits, contractual relationships or investments;
- (g) an announcement by the third party has a specific impact on the Company that may not be apparent to market participants reading that announcement, or may in the circumstances require clarification or comment from the Company, such that an announcement by the Company is appropriate under ASX Listing Rule 3.1; and/or
- (h) it is appropriate to summarise the effect of the recent announcements made by a third party involved in its material contracts or investments, but do so in the Company's periodic disclosure reports (e.g. quarterly report).

4 INTERNAL DISCLOSURE PROCEDURE

4.1 Internal notification

- (a) All directors must immediately notify the Company Secretary as soon as they become aware of any information that is not generally available, which may be price sensitive and which should be considered for release to the market.
- (b) The Company Secretary must review any information reported in accordance with paragraph (a) and determine, in consultation with the Chairman (or either of them if one is absent), whether any of the information is required to be disclosed to the ASX. The Company Secretary and Chairman may consult with the remaining members of the Board in the making of this decision.

4.2 Approval of announcements

Except in the case of substantial holder notices from third parties or ASX Appendix 3Xs, 3Ys, or 3Zs, or other short, factual announcements the tenor of which has been previously notified to all directors, before the release of any announcement to the ASX:

- (a) relevant directors and any relevant parties (where appropriate) named in the announcement must be given the opportunity to review the announcement prior to its release in order to confirm that all information contained in the announcement is factually correct;
- (b) subject to paragraph (c), the proposed announcement must be approved by the Chairman, or in an emergency by the Chairman (or, if not available, by the remaining available members of the Board); and
- (c) in the case of information (including announcements and reports) requiring disclosure to the ASX that is likely to have a significant impact on the Company's business, finances or operations, the proposed announcement must be approved by all directors prior to release (where time permits under the ASX Listing Rules).

If, due to time constraints, it is not practical to obtain the approval of all directors prior to making such a release, the Company Secretary should consult with the Chairman prior to disclosure (or in an emergency the remaining Board members) and have a copy of the release circulated to all directors as soon as possible after its release to ASX.

5 MARKET COMMUNICATION

5.1 Communication of information

All ASX announcements made by the Company must be:

- (a) factual and must not omit material information;
- (b) expressed in a clear and concise manner;
- (c) balanced in that both positive and negative information is disclosed; and
- (d) made in a timely manner in accordance with the ASX Listing Rules.

5.2 Disclosure must be made to ASX first

The Company will not release any information publicly that is required to be disclosed through the ASX until the Company has received formal confirmation of its release to the market by the ASX.

5.3 Corrections and updates

If any material information disclosed to the market becomes incorrect, the Company must release an announcement correcting or updating the information.

5.4 Inadvertent disclosure or mistaken non-disclosure

If price sensitive information is inadvertently disclosed or a director becomes aware of information which should be disclosed, the Company Secretary (or, in his/her absence, the Chairman) must immediately be contacted so that appropriate action can be taken including, if required, announcing the information through ASX (pursuant to the procedures set out in this policy) and then posting it on the Company's website.

5.5 Market speculation and rumour

The Company does not, in general, comment on market speculation and rumour unless there are factual errors contained in the speculation that could materially affect the Company, or the Company receives a formal request from the ASX.

5.6 Trading halts

If necessary, the Company Secretary has the authority to request a trading halt from the ASX to ensure orderly trading in the Company's securities and to manage disclosure issues.

6 SHAREHOLDER COMMUNICATION

In its dealings with shareholders, the Company will adhere to the following principles:

- (a) all investors will have equal and timely access to material information concerning the Company, including its financial situation, performance and governance;
- (b) Company announcements will comply with requirements set out in paragraph 5.1.
- (c) all investor enquiries will be responded to promptly and with integrity;
- (d) electronic communications will be used, as appropriate, as an effective means of communication; and
- (e) shareholder meetings will be conducted in a manner to promote the participation of shareholders.

7 RESPONSIBILITY FOR THIS POLICY

The Company has nominated the Company Secretary as the person primarily responsible for the implementation, operation and monitoring of this policy, in particular:

- (a) liaising with the ASX in relation to continuous disclosure issues;
- (b) overseeing and coordinating the disclosure of information to the ASX;
- (c) ensuring that there are vetting and authorisation processes in place designed to ensure that Company announcements comply with the requirements set out in paragraph 5.1;
- (d) ensuring that all Board members are promptly provided with a copy of all announcements made to the ASX;
- (e) educating the Company's directors, officers and senior management from time to time on the Company's continuous disclosure obligations and policies;
- (f) monitoring compliance with this policy;
- (g) reviewing Board papers and other information referred to the Company Secretary for events that the he/she considers may give rise to disclosure obligations;
- (h) maintaining a record of discussions and decisions made about disclosure issues by the Board and a register of announcements made to the ASX; and
- (i) periodically reviewing the Company's disclosure procedures in light of changes to the ASX Listing Rules or Corporations Act and recommending any necessary changes to the procedures.

8 REVIEW

The Board must review this policy regularly to ensure that it provides and continues to provide for and enable accurate, balanced and timely disclosure in accordance with the Corporations Act and the ASX Listing Rules.

This policy may be amended by resolution of the Board. This policy is available on the Company's website (www.fitzroyriver.net.au) and the key features are published in the annual corporate governance statement.

Adopted by the Board of

Fitzroy River Corporation Ltd

30 September 2021